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RECORDATION NO.

24211-A

FILED

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3-33 PM

SURFACE TRANSPORTATION BOARD



November 26, 2002

Barbara Sadler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 13, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **EXEL TRANSPORTATION SERVICES, INC.**  
16801 Addison Road, Addison, TX 75001

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **EXEL TRANSPORTATION SERVICES, INC.** covering 140 hopper cars with reporting marks and numbers – JAIX 96100 – TCMX 12541, NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #24211 dated 11/15/02 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

  
Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 13<sup>th</sup> day of September, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and EXEL TRANSPORTATION SERVICES, INC., a Delaware corporation, with an address at 16801 Addison Road, Addison, TX 75001 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of 9/13/02 covering the equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface transportation Board on 11/15, 2002 as recordation number 24211.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

EXEL TRANSPORTATION SERVICES, INC.

By: Mike Musacchio  
Name: Mike Musacchio  
Title: President/CEO

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SURFACE TRANSPORTATION BOARD

## Schedule A

| Number of Cars | Equipment Description  |
|----------------|--|
| 140            | 5,400 C.F. aluminum covered hopper car with gravity gates and trough hatches |

|    |      |       |     |      |       |     |      |       |
|----|------|-------|-----|------|-------|-----|------|-------|
| 1  | JAIX | 96100 | 53  | JAIX | 96156 | 105 | JAIX | 96214 |
| 2  | JAIX | 96101 | 54  | JAIX | 96157 | 106 | JAIX | 96215 |
| 3  | JAIX | 96102 | 55  | JAIX | 96158 | 107 | JAIX | 96216 |
| 4  | JAIX | 96103 | 56  | JAIX | 96159 | 108 | JAIX | 96217 |
| 5  | JAIX | 96104 | 57  | JAIX | 96160 | 109 | JAIX | 96218 |
| 6  | JAIX | 96106 | 58  | JAIX | 96161 | 110 | JAIX | 96220 |
| 7  | JAIX | 96107 | 59  | JAIX | 96162 | 111 | JAIX | 96221 |
| 8  | JAIX | 96108 | 60  | JAIX | 96163 | 112 | JAIX | 96222 |
| 9  | JAIX | 96109 | 61  | JAIX | 96164 | 113 | JAIX | 96223 |
| 10 | JAIX | 96110 | 62  | JAIX | 96165 | 114 | JAIX | 96224 |
| 11 | JAIX | 96111 | 63  | JAIX | 96166 | 115 | JAIX | 96225 |
| 12 | JAIX | 96112 | 64  | JAIX | 96167 | 116 | JAIX | 96226 |
| 13 | JAIX | 96113 | 65  | JAIX | 96168 | 117 | JAIX | 96227 |
| 14 | JAIX | 96114 | 66  | JAIX | 96169 | 118 | JAIX | 96228 |
| 15 | JAIX | 96115 | 67  | JAIX | 96170 | 119 | JAIX | 96229 |
| 16 | JAIX | 96116 | 68  | JAIX | 96171 | 120 | JAIX | 96230 |
| 17 | JAIX | 96117 | 69  | JAIX | 96172 | 121 | JAIX | 96231 |
| 18 | JAIX | 96118 | 70  | JAIX | 96173 | 122 | JAIX | 96232 |
| 19 | JAIX | 96119 | 71  | JAIX | 96174 | 123 | JAIX | 96233 |
| 20 | JAIX | 96120 | 72  | JAIX | 96175 | 124 | JAIX | 96234 |
| 21 | JAIX | 96121 | 73  | JAIX | 96176 | 125 | JAIX | 96235 |
| 22 | JAIX | 96122 | 74  | JAIX | 96177 | 126 | JAIX | 96236 |
| 23 | JAIX | 96123 | 75  | JAIX | 96178 | 127 | JAIX | 96237 |
| 24 | JAIX | 96124 | 76  | JAIX | 96180 | 128 | JAIX | 96238 |
| 25 | JAIX | 96125 | 77  | JAIX | 96181 | 129 | TCMX | 12407 |
| 26 | JAIX | 96126 | 78  | JAIX | 96182 | 130 | TCMX | 12434 |
| 27 | JAIX | 96127 | 79  | JAIX | 96184 | 131 | TCMX | 12438 |
| 28 | JAIX | 96128 | 80  | JAIX | 96187 | 132 | TCMX | 12448 |
| 29 | JAIX | 96129 | 81  | JAIX | 96188 | 133 | TCMX | 12481 |
| 30 | JAIX | 96130 | 82  | JAIX | 96189 | 134 | TCMX | 12485 |
| 31 | JAIX | 96131 | 83  | JAIX | 96190 | 135 | TCMX | 12487 |
| 32 | JAIX | 96133 | 84  | JAIX | 96191 | 136 | TCMX | 12488 |
| 33 | JAIX | 96134 | 85  | JAIX | 96192 | 137 | TCMX | 12511 |
| 34 | JAIX | 96135 | 86  | JAIX | 96193 | 138 | TCMX | 12512 |
| 35 | JAIX | 96137 | 87  | JAIX | 96194 | 139 | TCMX | 12521 |
| 36 | JAIX | 96138 | 88  | JAIX | 96195 | 140 | TCMX | 12541 |
| 37 | JAIX | 96139 | 89  | JAIX | 96196 |     |      |       |
| 38 | JAIX | 96140 | 90  | JAIX | 96197 |     |      |       |
| 39 | JAIX | 96141 | 91  | JAIX | 96198 |     |      |       |
| 40 | JAIX | 96142 | 92  | JAIX | 96199 |     |      |       |
| 41 | JAIX | 96143 | 93  | JAIX | 96200 |     |      |       |
| 42 | JAIX | 96144 | 94  | JAIX | 96201 |     |      |       |
| 43 | JAIX | 96145 | 95  | JAIX | 96202 |     |      |       |
| 44 | JAIX | 96147 | 96  | JAIX | 96203 |     |      |       |
| 45 | JAIX | 96148 | 97  | JAIX | 96204 |     |      |       |
| 46 | JAIX | 96149 | 98  | JAIX | 96205 |     |      |       |
| 47 | JAIX | 96150 | 99  | JAIX | 96206 |     |      |       |
| 48 | JAIX | 96151 | 100 | JAIX | 96207 |     |      |       |
| 49 | JAIX | 96152 | 101 | JAIX | 96208 |     |      |       |
| 50 | JAIX | 96153 | 102 | JAIX | 96211 |     |      |       |
| 51 | JAIX | 96154 | 103 | JAIX | 96212 |     |      |       |
| 52 | JAIX | 96155 | 104 | JAIX | 96213 |     |      |       |